



PROPOSALS OF KESKO CORPORATION'S BOARD OF DIRECTORS TO THE ANNUAL GENERAL MEETING ON 30 MARCH 2023

Adoption of the financial statements

The Board proposes that the General Meeting adopt the financial statements. The company's Auditor has recommended adopting the financial statements.

Use of the profit shown on the balance sheet and resolution on the distribution of dividends

The Board proposes that a dividend of €1.08 per share be paid for the year 2022 based on the adopted balance sheet on shares held outside the company at the date of dividend distribution. The remaining distributable assets will remain in equity. The Board proposes that the dividend be paid in four instalments as follows:

- The first instalment of €0.27 per share is to be paid to shareholders registered in the company's register of shareholders kept by Euroclear Finland Ltd on the instalment's record date 3 April 2023. The Board proposes that the dividend instalment pay date be 12 April 2023.
- The second instalment of €0.27 per share is to be paid to shareholders registered in the company's register of shareholders kept by Euroclear Finland Ltd on the instalment's record date 21 June 2023. The Board proposes that the dividend instalment pay date be 28 June 2023.
- The third instalment of €0.27 per share is to be paid to shareholders registered in the company's register of shareholders kept by Euroclear Finland Ltd on the instalment's record date 12 September 2023. The Board proposes that the dividend instalment pay date be 19 September 2023.
- The fourth instalment of €0.27 per share is to be paid to shareholders registered in the company's register of shareholders kept by Euroclear Finland Ltd on the instalment's record date 12 December 2023. The Board proposes that the dividend instalment pay date be 19 December 2023.

The Board proposes it be authorised to decide, if necessary, on new dividend payment record dates and pay dates for the second, third and/or fourth instalments, if the rules and statutes of the Finnish book-entry system change or otherwise so require.

As at the date of the proposal for the distribution of profit, 1 February 2023, a total of 397,458,647 shares were held outside the company, and the corresponding total amount of dividends is €429,255,338.76.



The distributable assets of Kesko Corporation total €1,498,545,852.49, of which profit for the financial year is €408,925,619.88.

Reviewing the Remuneration Report for Governing Bodies

The Board proposes that the General Meeting approve the 2022 Remuneration Report for Governing Bodies. The resolution concerning the Remuneration Report is advisory in nature. The Remuneration Report will be made available on the company's website at www.kesko.fi/agm in week 10 at the latest.

Resolution on the Auditor's fee and the basis for reimbursement of expenses

The Board proposes to the General Meeting, at the recommendation of the Board's Audit Committee, that the Auditor's remuneration and the reimbursements of the Auditor's expenses be paid according to an invoice approved by the company.

Election of the Auditor

The Board proposes to the General Meeting, at the recommendation of the Board's Audit Committee, that the firm of authorised public accountants Deloitte Oy be re-elected as the company's Auditor for a term that continues until the end of the next Annual General Meeting. Should Deloitte Oy be elected as the company's Auditor, the firm has announced that APA Jukka Vattulainen will continue as the auditor with principal responsibility.

The Board's proposal to amend Section 4 of the company's Articles of Association

The Board proposes that the term of office of the members of the company's Board of Directors be amended from the current three (3) years to one (1) year. The company has committed to complying with the Corporate Governance Code issued by the Finnish Securities Market Association in 2020, which recommends that Board members be elected annually by the Annual General Meeting. A 1-year term of office is also general market practice.

The current Board members were elected at the Annual General Meeting of 12 April 2021 for a term of office of three years. The Board proposes that the amendment to the Articles of Association take effect when the term of office of the current Board members expires, that is, when the 2024 Annual General Meeting elects Board members. The amendment to the Articles of Association is proposed to be made at the 2023 Annual General Meeting so that the company's Shareholders' Nomination Committee knows well enough in advance the length of the term of office when the Committee is preparing proposals regarding Board members to the 2024 Annual General Meeting.

According to the proposal, Section 4 of the Articles of Association would read as follows:



”§4

Board of Directors

The company has a Board of Directors, which is responsible for company management and the appropriate organisation of operations.

The Board of Directors is formed of at least five (5) but no more than eight (8) members.

The term of the Board of Directors' members is three (3) years so that the term begins at the close of the General Meeting electing the members and expires at the close of the third (3rd) subsequent Annual General Meeting.

As of the 2024 Annual General Meeting, the term of Board members elected is one (1) year, so that the term begins at the close of the General Meeting electing the member and expires at the close of the next Annual General Meeting.

The Board of Directors elects a Board Chair from among its members.

The Board of Directors meets at the Board Chair's request. The Board has a quorum when more than a half (1/2) of its members are present. If the votes are evenly divided, the opinion with which the Board Chair agrees shall become the decision.”

Due to the proposed amendment to the Articles of Association, the Board will be proposing to the 2024 Annual General Meeting that it resolve to remove from Section 4 of the Articles of Association references to the 3-year term of office of Board members, and that Section 10 of the Articles of Association concerning the Annual General Meeting agenda be amended to refer to a 1-year term of office.

Authorising the Board of Directors to decide on the repurchase of the company's own shares

The Board proposes that the General Meeting authorise the Board to decide on the repurchase of the company's own B shares under the following terms and conditions:

Under the authorisation, the Board will be entitled to decide on the repurchase of a maximum of 16,000,000 of Kesko's shares. This number of shares is equivalent to approximately 4% of all shares in the company. Based on the authorisation, shares may also be repurchased not in proportion to the shareholdings of shareholders (directed repurchase). The shares may be purchased in one or more lots. Shares may be purchased at the price quoted in public trading on the date of acquisition. Shares may also be purchased outside public trading for a price that at maximum corresponds to the market price quoted in public trading at the time of acquisition. Based on the authorisation, the Board may decide to repurchase shares using only the company's non-restricted equity.

Shares are to be repurchased for use in the development of the company's capital structure, to finance possible acquisitions, capital expenditure and/or other arrangements within the



scope of the company's business operations, to implement the company's commitment and incentive schemes, or to be kept by the company, otherwise transferred, or cancelled.

The Board will make decisions concerning any other terms related to the repurchase of own shares.

The authorisation will be in force until 30 June 2024. The authorisation cancels out the authorisation granted by the General Meeting of 7 April 2022 to the Board of Directors to repurchase a maximum of 16,000,000 of the company's own B series shares, which would have expired on 30 June 2023.

Authorising the Board of Directors to decide on a share issue

The Board proposes that the General Meeting authorise the Board to decide on the issuance of new B series shares as well as of own B shares held by the company as treasury shares on the following terms and conditions:

Under the authorisation, the Board shall be authorised to make one or more decisions on the issuance of shares, provided that the number of shares thereby issued totals a maximum of 33,000,000 B shares. This number of shares is equivalent to approximately 8.2% of all shares in the company.

The shares can be issued for subscription by shareholders in a directed issue in proportion to their existing holdings of the company's shares, regardless of whether they own A or B shares. Shares can also be issued in a directed issue, departing from the shareholder's pre-emptive right, for a weighty financial reason of the company, such as using the shares to develop the company's capital structure, to finance possible acquisitions, capital expenditure and/or other arrangements within the scope of the company's business operations, or to implement the company's commitment and incentive schemes. For the latter purpose, however, the maximum number of shares that can be issued is 800,000 shares. This number of shares is equivalent to approximately 0.2% of all shares in the company.

New shares can only be issued against payment. Own shares held by the company as treasury shares can be issued either against or without payment. According to the Finnish Limited Liability Companies' Act, a directed share issue can only be without payment if the company, taking into account the best interests of all of its shareholders, has a particularly weighty financial reason for it.

The Board will decide on the subscription price of the shares upon the issuance of new shares, and the possible amount that is payable upon the conveyance of shares held by the company. The Board will also have the right to issue shares for a non-cash consideration. The subscription price and possible amount payable for the shares will be recorded in the reserve for invested non-restricted equity.



The Board will make decisions regarding any other matters related to the share issues.

The authorisation is valid until 30 June 2024. The authorisation cancels out the authorisation granted by the General Meeting of 7 April 2022 to the Board of Directors to issue of a total maximum of 33,000,000 new B shares or B shares held by the company as treasury shares, which would have expired on 30 June 2023.

Authorising the Board of Directors to decide on donations for charitable purposes

The Board proposes that the General Meeting resolve to authorise the Board to decide on donations in a total maximum of €300,000 for charitable or corresponding purposes until the Annual General Meeting to be held in 2024, and to decide on the donation recipients, purposes of use, and other terms and conditions of the donations.